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RECORDATION NO. 8457-C Filed & Recorded

NOV 30 1976 3 23 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8457-D Filed & Recorded

NOV 30 1976 3 25 PM

INTERSTATE COMMERCE COMMISSION

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CABLE ADDRESSES
CRAVATH, N.Y.
CRAVATH, PARIS
CRAVATH, LONDON S.W.1

Dear Sir:

Pursuant to Section 20c of the Interstate Commerce Act and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of SSI Rail Corp. for filing and recordation eight counterparts of each of the following documents:

(1) Amendment Agreement dated as of November 15, 1976, between First Security Bank of Utah, N.A., and SSI Rail Corp.; and

(2) Supplement dated as of November 15, 1976, between First Security Bank of Utah, N.A., and SSI Rail Corp.

The names and addresses of the parties to the aforementioned Agreements are as follows:

(1) Lessee:

SSI Rail Corp.
Two Embarcadero Center
San Francisco, California 94111

(2) Trustee-Lessor:

First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 84111

The Amendment Agreement and Supplement amend and supplement an Equipment Trust Agreement dated as of July 15,

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1976, which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 27, 1976, at 1:30 p.m., and assigned recordation number 8457.

Please file and record the Amendment Agreement and Supplement referred to in this letter, assigning the Supplement recordation number 8457-C and the Amendment Agreement recordation number 8457-D, and cross-index them under recordation number 8457 and under the names of the Lessee and Trustee-Lessor.

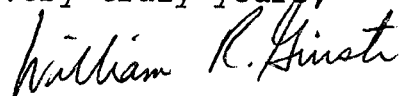
The equipment covered by the aforementioned documents consists of the following:

Three Hundred Sixty (360) 70-ton, 50'6" Boxcars, with 10" end-of-car cushioning, AAR Designation XM, bearing Road Numbers SJL 8000-8049, both inclusive; PRV 1000-1049, both inclusive; SERA 4000-4049, both inclusive; MDW 9000-9099, both inclusive; GRN 8000-8049, both inclusive; and CLP 3001-3060, both inclusive.

There is also enclosed a check for \$20 payable to the Interstate Commerce Commission, representing the fee for recording the Amendment Agreement and Supplement pursuant to 49 CFR 1116.1

Please stamp all eight counterparts of the enclosed documents and the three attached copies of this transmittal letter with your official recording stamp. You will wish to retain two copies of the instruments and the original of this transmittal letter for your files. It is requested that the six remaining counterparts of the documents and the three copies of this transmittal letter be delivered to the bearer of this letter.

Very truly yours,



William R. Giusti,
As Agent for SSI Rail Corp.

Robert L. Oswald, Esq., Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encls.

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BY HAND

Interstate Commerce Commission

Washington, D.C. 20423

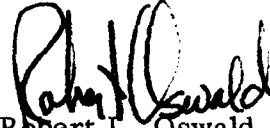
November 30, 1976

OFFICE OF THE SECRETARY

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **11/30/76** at **3:25 pm**, and assigned recordation number(s) **8457-C, D, E, & F**

Sincerely yours,



Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

RECORDATION NO. 8457-2 Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

SUPPLEMENT (hereinafter called this Agreement) dated as of November 15, 1976, between FIRST SECURITY BANK OF UTAH, N.A. (hereinafter called the Trustee) and SSI RAIL CORP., a Delaware corporation (hereinafter called SSI), to Equipment Trust Agreement dated as of July 15, 1976 (hereinafter called the Equipment Trust Agreement)

WHEREAS the Trustee and SSI have heretofore executed and delivered the Equipment Trust Agreement, pursuant to which, inter alia, SSI has agreed to lease certain units of railroad equipment (hereinafter called the Equipment) from the Trustee for the purpose of leasing such units to certain sublessees;

WHEREAS Schedule A of the Equipment Trust Agreement specifies the Road Numbers, descriptions and intended sublessees of some, but not all, the units of the Equipment;

WHEREAS Schedule F of the Equipment Trust Agreement contains a list of intended sublessees;

WHEREAS the Equipment Trust Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 27, 1976, at 1:30 p.m., and assigned recordation

number 8457; and

WHEREAS the Road Numbers, descriptions and intended sublessees of certain units of the Equipment, which were not specified in the Equipment Trust Agreement, are now known and the Trustee and SSI desire to supplement the Equipment Trust Agreement so as to specify the Road Numbers, descriptions and intended sublessees of such units as hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is hereby acknowledged, the Trustee and SSI hereby agree as follows:

1. The Equipment Trust Agreement is hereby supplemented (a) by deleting in its entirety Schedule A thereof and substituting therefor in its entirety Schedule A of this Agreement and (b) by adding the name "Greenville & Northern Railway Company" to the list of railroad companies set forth in Schedule F thereof.

2. SSI will cause this Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act as provided in Section 6.03 of the Equipment Trust Agreement.

Although for convenience this Agreement is dated as of the date first above written, the actual date or dates

of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgments hereto annexed.

IN WITNESS WHEREOF, SSI and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the date first above written.

FIRST SECURITY BANK OF UTAH,
N.A., as Trustee,

by *Luchia B. Eichner*
Authorized Officer

[Corporate Seal]

Attest:

[Signature]
~~Assistant Secretary~~
Authorized Officer

SSI RAIL CORP.,

by *[Signature]*
~~President~~ President

[Corporate Seal]

Attest:

[Signature]
Secretary

STATE OF California ,)
) ss.:
COUNTY OF SAN FRANCISCO ,)

On this 23 day of November 1976, before me personally appeared William Texido, to me personally known, who, being by me duly sworn, says that he is a ~~Vice~~ President of SSI RAIL CORP., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Terry L. Russell
Notary Public

My Commission expires: May 10, 1980

STATE OF UTAH,)
) ss.:
COUNTY OF SALT LAKE,)

On this 24th day of Nov 1976, before me personally appeared Judith B. Dehner, to me personally known, who, being by me duly sworn, says that she is an Authorized Officer of FIRST SECURITY BANK OF UTAH, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Candace L. Lorange
Notary Public

[Notarial Seal]

My Commission expires: My Commission Expires Sept. 27, 1980

SCHEDULE A

| <u>Lessee</u> | <u>Units of Trust Equipment</u> | <u>Road Numbers</u> | <u>Trust Equipment Description</u> |
|---|---------------------------------|---------------------|---|
| St. Johnsbury & Lamoille County Railroad | 50 | ⑥ SJL 8000-8049 | 70 ton, 50'6" Boxcars with 10' sliding doors and 10" end-of-car cushioning Designated XM |
| Pearl River Valley Railroad Company | 50 | ④ PRV 1000-1049 | 70 ton, 50'6" Boxcars with 10' sliding doors and 10" end-of-car cushioning Designated XM |
| Sierra Railroad Company | 50 | ⑤ SERA 4000-4049 | 70 ton, 50'6" Boxcars with 2 9' sliding doors on each side 10" end-of-car cushioning Designated XM |
| Minnesota, Dakota & Western Railway Co. | 100 | ③ MDW 9000-9099 | 70 ton, 50'6" Boxcars with 10' single plug doors and 10" end-of-car cushioning Designated XM |
| Greenville & Northern Railway Co. | 50 | ② GRN 8000-8049 | 70 ton, 50'6" Boxcars with 10' sliding doors and 10" end-of-car cushioning Designated XM |
| Clarendon & Pittsford Railroad Company | 60 | ① CLP 3001-3060 | 70 ton, 50'60" Boxcars with 10" end-of-car cushioning Designated XM |